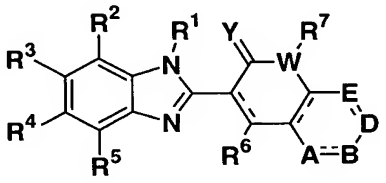
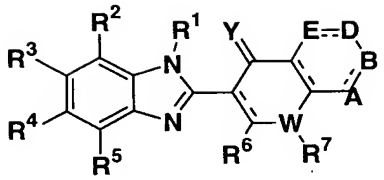
WHAT IS CLAIMED IS:

1. A compound according to Formula I or II



I



II

its enantiomers, diastereomers, pharmaceutically acceptable salts, hydrates, prodrugs or solvates thereof;

wherein

A, B, D, and E are independently C, N, O, S, or a direct bond provided that not more than one of A, B, D and E can be a single bond;

Y is selected from the group consisting of O and S ;

W is selected from the group consisting of N, CH, O, and S, provided that when W is O or S, R^7 is absent;

R^1, R^2, R^3, R^4, R^5, R^6, and R^7 are each independently selected from the group consisting of H, C_{1-6} alkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, halo, amino, aminoalkyl, alkoxy, thioalkoxy, nitro, aryl, heteroaryl, alkoxyalkyl, thioalkoxyalkyl, aminoalkyl, aralkyl, heteroarylalkyl, heterocycloalkylalkyl, -CN, $-CO_2R^8$, $-CONR^9R^{10}$, $-CO_2NR^{11}R^{12}$, $-NR^{13}CONR^{14}R^{15}$, $-NR^{16}SO_2R^{17}$, $-SO_2NR^{18}R^{19}$, $-C(NR^{20})NR^{21}R^{22}$, -NH-Z, -NH-Z-aryl, and NH-Z-heteroaryl;

Z is selected from the group consisting of $C_1 - C_6$ alkyl, cycloalkyl, alkenyl, cycloalkenyl, and alkynyl;

Z having one or more hydroxy, thiol, alkoxy, thioalkoxy, amino, halo, $NR^{23}SO_2R^{24}$ groups; Z optionally incorporating one or more groups selected from the group consisting of -CO, -CNOH, $-CNOR^{26}$, $-CNNR^{27}$, $-CNNCOR^{28}$ and $-CNNSO_2R^{29}$;

R^8, R^9, R^{10}, R^{11}, R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18}, R^{19}, R^{20}, R^{21}, R^{22}, R^{23}, R^{24}, and R^{26} are independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, hydroxy, alkoxy, aryl, heteroaryl, heterocyclyl, heteroarylalkyl, and alkyl-R^{25}

wherein R^{25} is alkenyl, hydroxy, thiol, alkoxy, thioalkoxy, amino, alkylamino, dialkylamino, aryl, heteroaryl, cyano, halo, heteroaryl, heterocyloalkyl, sulfoxy, sulfonyl, $-NR^{27}COOR^{28}$, $-NR^{29}C(O)R^{30}$, $-NR^{31}SO_2R^{32}$, $SO_2NR^{31}R^{32}$, $-C(O)NR^{33}R^{34}$, and

R^{27}, R^{28}, R^{29}, R^{30}, R^{31}, R^{32}, R^{33} and R^{34} are, independently, hydrogen, alkyl, or cycloalkyl.

2. The compound according to claim 1 wherein R^6 is H, nitro, -NH-Z, - NH-Z-aryl, -NH-Z-heteroaryl, $-NR^{31}SO_2R^{32}$, or $SO_2NR^{31}R^{32}$.

3. The compound according to claim 2 wherein R^3 is an optionally substituted piperazine or an optionally subsituted homopiperazine.

4. The compound according to claim 2 wherein

R^1 and R^7 are H;

Y is O;

W is N;

R^3 is selected from the group consisting of alkoxy, imidazole, imidazoline, tetrahydropyrimidine, piperazine, morpholine, homomorpholine, piperidine, pyrrolidine, homopiperazine and amino;

R^5 is selected from the group consisting of H, methyl, ethyl, isopropyl, secondary butyl, cyclopropyl, F, CF_3, OCH_3, and amino; and

R^6 is selected from the group consisting of H, -NH-Z, - NH-Z-aryl, and -NH-Z-heteroaryl.

5. The compound according to claim 4 wherein R^6 is $-NHCH_2CH(OH)$aryl, or $NHCH(CH_2OH)CH_2$aryl.

6. The compound according to claim 2 wherein R^3 is morpholine, thiomorpholine, sulfoxymorpholine, sulfonylmorpholine, homomorpholine, or a substituted morpholine, thiomorpholine, sulfoxymorpholine, sulfonylmorpholine, or homomorpholine.

7. The compound according to claim 6 wherein said morpholine, thiomorpholine, sulfoxymorpholine, sulfonyl morpholine, or homomorpholine is substituted with hydroxy, thiol, amino, alkylamino, dialkylamino, alkoxy, or thioalkoxy.

8. The compound according to claim 2 wherein R^3 is $(CH_2)_n$-morpholine or $(CH_2)_n$- piperazine, wherein n is 1 to 3.

9. A compound selected from the group consisting of
3-[6-(4-Acetyl-piperazin-1-yl)-4-methyl-1*H*-benzoimidazol-2-yl]-4-[(S)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-1*H*-quinoline-2-one;
3-[6-(4-Acetyl-piperazin-1-yl)-4-methyl-1*H*-benzoimidazol-2-yl]-2-[(S)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-1*H*-quinoline-4-one;
4-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-3-(4-methyl-6-piperazin-1-yl-*1H*-benzimidazole-2-yl)-1*H*-quinoline-2-one;
2-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-3-(4-methyl-6-piperazin-1-yl-1*H*-benzimidazole-2-yl)-1*H*-quinoline-4-one; and
4-[(*S*)-2-(3-chloro-phenyl)-2-hydroxy-ethylamino]-3-{6-[4-(2-hydroxy-ethyl)-piperazin-1-yl]-4-methyl-*1H*-benzimidazole-2-yl}-1*H*-quinoline-2-one.

10. A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

11. The pharmaceutical composition according to claim 10 further comprising at least one other anti-cancer agent formulated as a fixed dose.

12. The pharmaceutical composition according to claim 11, wherein said anti-cancer agent is selected from the group consisting of: tamoxifen, toremifen, raloxifene, droloxifene, iodoxyfene, megestrol acetate, anastrozole, letrazole, borazole, exemestane, flutamide, nilutamide, bicalutamide, cyproterone acetate, goserelin acetate, luprolide, finasteride, herceptin, methotrexate, 5-fluorouracil, cytosine arabinoside, doxorubicin, daunomycin, epirubicin, idarubicin, mitomycin-C,

dactinomycin, mithramycin, cisplatin, carboplatin, melphalan, chlorambucil, busulphan, cyclophosphamide, ifosfamide, nitrosoureas, thiotephan, vincristine, taxol, taxotere, etoposide, teniposide, amsacrine, irinotecan, topotecan, an epothilone, Iressa, Tarceva, angiogenesis inhibitors, EGF inhibitors, VEGF inhibitors, CDK inhibitors, Her1 and Her2 inhibitors and monoclonal antibodies such as Herceptin (trastuzamab), Erbitux (C225), or Avastin.

13. A method of treating a condition associated with at least one tyrosine kinase enzyme comprising administering to a mammalian species in need of such treatment an effective amount of a compound according to claim 1.

14. The method according to claim 13 wherein said tyrosine kinase enzyme is Abl, CDK's, EGF, EMT, FGF, FAK, Flk-1/KDR, HER-2, IGF-1R, IR, LCK, MEK, MET, PDGF, Src, or VEGF.

15. The method according to claim 13 further comprising administering to said mammalian species at least one other anti-cancer agent in combination with said compound.

16. The method according to claim 13 wherein the condition is cancer.

17. A method for treating cancer, comprising administering to a mammalian species in need of such treatment, a therapeutically effective amount of the composition of claim 10.

18. A method for treating proliferative diseases, comprising administering to a mammalian species in need of such treatment a therapeutically effective amount of the composition of claim 10.